

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

APPLICATIONS OF FIDELITY MANAGEMENT & RESEARCH COMPANY AND
FIDELITY MANAGEMENT TRUST COMPANY FOR WAIVERS OF NRS 463.643(3)
PURSUANT TO NGC REGULATION 16.010(14) AND 16.430 REGARDING BALLY
GAMING INTERNATIONAL, INC.

ORDER

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on September 1, 1993, and before the Nevada Gaming Commission ("Commission") on September 23, 1993, at Las Vegas, Nevada; and

THE BOARD AND COMMISSION having considered all information pertinent hereto;

IT IS HEREBY ORDERED BY THE NEVADA GAMING COMMISSION UPON THE
RECOMMENDATION OF THE STATE GAMING CONTROL BOARD:

1. THAT the applications, as amended and supplemented, of Fidelity Management & Research Company and Fidelity Management Trust Company (collectively, "Fidelity") for waivers of NRS 463.643(3), pursuant to NGC Regulation 16.430, have been properly filed.

2. THAT Fidelity is hereby granted a waiver of the provisions of NRS 463.643(3), pursuant to NGC Regulation 16.430, to beneficially own not more than 15% of the total number of outstanding shares of Bally Gaming International, Inc. ("BGII") common stock. The Commission hereby expressly finds that such waiver is consistent with the State policies set forth in NRS 463.0129, 463.489, 463.622 and the factors set forth in NGC Regulation 16.060. It is provided, however, that the foregoing waiver is expressly conditioned as follows:

a. The waiver may only be utilized for and is limited to Fidelity's investment in the publicly traded common stock of BGII.

b. That Fidelity currently owns or will acquire warrants ("Warrants") to purchase up to 1,200,000 shares of BGII common stock. Fidelity shall not exercise any amount of the Warrants, unless Fidelity's beneficial ownership of BGII common stock is less than 15% of the total number of outstanding shares of BGII common stock; and if such foregoing condition exists, Fidelity shall exercise only that number of Warrants which would result in Fidelity beneficially owning not more than 15% of the total number of outstanding shares of BGII.

c. Fidelity must submit the following information to the Board within thirty calendar days after the end of each calendar quarter:

(1) A record of all sales or purchases by Fidelity of the Warrants and BGII common stock and the number of Warrants and shares held at that time.

(2) The name and position of each Fidelity employee, officer or director participating as a member on a stockholder committee of BGII.

(3) A report of all complaints, actions or proceedings, fines penalties or other sanctions, arrests, indictments or convictions of Fidelity or any of its employees, officers and directors: (a) regarding the rules and regulations of the Securities and Exchange Commission; (b) the rules and regulations of the Divisions of Banks of the Commonwealth of Massachusetts; and (c) for Fidelity and any of its officers or directors, any offense which would constitute a gross misdemeanor or felony in the state of Nevada. The report must include the name, position, charge, arresting agency, and a brief description of the event.

(4) Any changes to the structure and/or operations of Fidelity which could affect its classification as an Institutional Investor as defined by NGC Regulation 16.010(14).

d. The waiver herein granted relates solely to that which was voluntarily sought and received and Fidelity shall not, directly or indirectly, represent that it has been found suitable as a stockholder in BGII by the state of Nevada.

e. Fidelity shall hold the Warrants and common stock of BGII for investment purposes only, as set forth in NGC Regulation 16.430(2), and shall notify the Chairman of the Board within two business days after any decision not to hold the aforesaid voting securities for such purposes.

f. Fidelity shall fund and maintain with the Board a revolving fund in the total amount of \$10,000 for the purpose of funding investigative reviews by the Board for compliance with the terms and provisions of this Order or any other Orders relating to waivers of NRS 463.643(3), pursuant to NGC Regulation 16.430. Without limiting the foregoing, the Board shall have the right, without notice, to draw upon the funds of said account for the payment of costs and expenses incurred by the Board and its staff in the surveillance, monitoring and investigative review of all activities of Fidelity and its affiliated entities.

ENTERED at Las Vegas, Nevada, this 23rd day of September 1993.